

HELM

FINANCIAL CORPORATION 505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

RECORDATION NO. 26701-C FILED

JUL 10 '12 -2 50 PM

SURFACE TRANSPORTATION BOARD

STB E-File

July 10, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

**RE: MEMORANDUM OF ASSIGNMENT OF LEASE ("Assignment") dated as of July 2, 2012 by
BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and HELM FINANCIAL
CORPORATION ("Assignee").**

Dear Section Chief:

On behalf of Helm Financial Corporation, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Assignment.

In connection with the recording of this Assignment, please note the following information:

Name and Address for Assignee: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

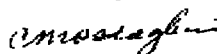
Name and Address for Assignor: Banc of America Leasing & Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

Equipment: Four (4). SD70M-2 locomotives: FEC 100 – FEC 103.

Please record this Assignment as a secondary recordation to the Memorandum of Lease Agreement on file at the STB under Recordation No. 26701 filed December 18, 2006. Please apply the STB's filing fee to Helm's account.

**Summary: Memorandum of Assignment of Lease dated July 2, 2012 for the four (4) SD70M-2 locomotives
FEC 100 – FEC 103 inclusive.**

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

JUL 10 '12 -2 50 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 2 day of July 2012, is made by BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and HELM FINANCIAL CORPORATION (the "Assignee", and, together with the Assignor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Assumption Agreement (the "Assignment") dated as of July 2, 2012 relating to the sale by Assignor to Assignee of 4 SD70M-2 locomotives identified as FEC 100 through FEC 103, inclusive (the "Equipment") and the assignment by Assignor and assumption by Assignee of Assignor's right, title and interest in, and obligations under, that certain Schedule No. 1 to Locomotive Net Leasing Agreement dated as of December 14, 2006 ("Schedule 1"), between Assignor (as assignee of LaSalle National Leasing Corporation), as lessor, and Florida East Coast Railway, L.L.C., as lessee ("Lessee"), pursuant to which the Locomotive Net Leasing Agreement, dated as of December 14, 2006, between Assignor and Lessee is incorporated therein by reference (together with all of the riders, schedules and other attachments solely related to Schedule 1, collectively, the "Lease").

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Lease Agreement dated as of December 14, 2006 with respect to the Lease was filed with the Surface Transportation Board (the "STB") on December 18, 2006 as STB Recordation No. 26701.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Assignor of its right, title and interest in, and obligations under, the Lease to Assignee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Assignor hereby confirms the sale of the Equipment to Assignee and the assignment to Assignee of Assignor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Assignment, and the Assignee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignor

By: Andy Capdarest
Name: Andy Capdarest
Title: Director

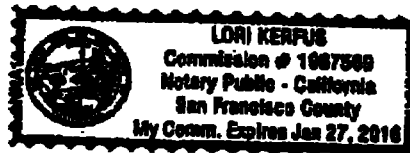
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On June 26, 2012 before me Lori Kerfus ^{Notary Public} personally appeared Andy Capdarest, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed this instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Lori Kerfus (Seal)



HELM FINANCIAL CORPORATION
Assignee

By: Courtney A. O'H. Williams
Name: Courtney A. O'H. Williams
Title: President and CEO

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

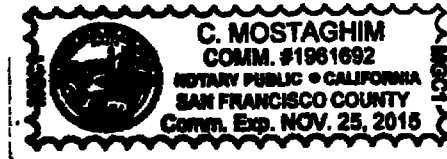
On July 2, 2012 before me, C. Mostaghim personally appeared Courtney A. O'H. Williams, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

C. Mostaghim



(Seal)